

BY-LAW NO.1 OF JAMAICAN-CANADIAN ASSOCIATION

Amended and adopted as of the 22nd day of February, 1998

ARTICLE 1: NAME, HEAD OFFICE, AND CORPORATE SEAL

- 1.1 Name: The name of the organization shall be the Jamaican-Canadian Association, hereinafter called the JCA.
- 1.2 Head Office: The Head Office shall be located in the Municipality of Metropolitan Toronto, in the Province of Ontario, and at the place therein where the affairs of the Association are from time to time carried on.
- 1.3 Seal: The corporate seal of the Association shall be in the form impressed hereon. Such corporate seal shall remain in the custody of the President or the Executive Secretary of the Association, either of whom may be designated from time to time for such purpose by resolution of the Board of Directors.
- 1.4 Fiscal Year: The fiscal year of the Association shall be from April 1 to March 31.

ARTICLE 2: DEFINITIONS

- 2.1 JCA: "JCA" means the Jamaican-Canadian Association.
- 2.2 Association: "Association" means the Jamaican-Canadian Association.
- 2.3 Organization: "Organization" means the Jamaican-Canadian Association.
- 2.3 By-law: "By-law" means these regulations, also called the Constitution, and any other By-law of the JCA from time to time in force.
- 2.4 Board: "Board" means the Board of Directors of the JCA.
- 2.5 Officer: "Officer" means a member of the Board who is authorized to sign bank accounts and/or other documents by virtue of the position that he/she holds on the Board.

- 2.6 Management Committee: "Management Committee" means those members of the Board who, between Board meetings, have certain management responsibilities.
- 2.7 Director: "Director" means each and every member of the Board, including officers.
- 2.8 Member: "Member" means any member of the JCA duly admitted to membership under the terms of Article 4 of these by-laws.
- 2.9 Executive Director: "Executive Director" means the employee paid by JCA to oversee the day-to-day operations of the Association.

ARTICLE 3: OBJECTIVES

- 3.1 To celebrate, promote, and support the positive values and traditions of our Jamaican, African, and Caribbean heritage; and to improve the quality of life for people of African and Caribbean descent, as well as for others who subscribe to our goals.
- 3.2 To provide social, cultural, and educational programmes, including the awarding of scholarships, that meet the needs of the membership and the community.
- 3.3 To offer a wide range of culturally sensitive services which support the diverse needs of African and Caribbean people.
- 3.4 To advocate on behalf of the diverse communities on various economic, social, political, educational, and other relevant issues.
- 3.5 To foster multi-cultural integration and to help ~~to~~ develop an anti-racist society in Canada.
- 3.6 To collaborate with other agencies and organizations that share similar values and goals.
- 3.7 To solicit, accept, receive, acquire, and hold gifts, donations, legacies, and devices.
- 3.8 To acquire and hold real and personal property by purchase, bequest, lease or otherwise for the purposes of the Association.
- 3.9 To invest the funds of the Association in any securities in which, under the Trustees Act, the Board may invest funds, at its discretion.
- 3.10 In the event of the dissolution of the Association, and after payment of all debts and liabilities, to distribute the remaining property to charitable organizations that support the values and goals of the Association and that carry out their work solely in Canada.

ARTICLE 4: MEMBERSHIP

- 4.1 Membership in the Association shall consist of all persons or groups who are, from time to time, accepted as members in the manner hereafter prescribed, and whose membership has not been terminated by expulsion or withdrawal.
- 4.2 There shall be four categories of membership: Regular, Affiliate, Honorary, and Lifetime.
- 4.3 The requirements for Regular Membership shall be as follows:
- 4.3.1 Regular Membership shall be open to all persons of Jamaican heritage and their families and anyone else in accord with the aims and objectives of the Association.
 - 4.3.2 Regular Members shall take part in any of the Association's activities and may vote on JCA matters.
 - 4.3.3 A Regular Member may hold any office and/or position on the Board of Directors.
 - 4.3.4 Regular Members shall be required to pay an annual fee to the Association.
 - 4.3.5 Application for Regular Membership shall be in writing and shall be approved by the Board of Directors.
- 4.4 The requirements for Affiliate Membership shall be as follows:
- 4.4.1 An Affiliate Membership may, at the discretion of the Board of Directors, and upon approval of the general membership, be extended to any corporation, group or organization, including non-standing committees of the JCA, that demonstrates an interest in the affairs and objectives of JCA and whose objectives are not at variance with JCA's.
 - 4.4.2 An application for Affiliate Membership shall be in writing to the Board of Directors, who shall present it to the membership with a recommendation for acceptance or rejection.
 - 4.4.3 An Affiliate Member Organization shall be required to pay an annual fee to the Jamaican-Canadian Association; or in the case of a corporation, to sponsor an event or events.
 - 4.4.4 An individual member of an affiliate organization shall have no right to vote or hold office, unless he/she is an individual member of the JCA.
 - 4.4.5 Affiliate Membership does not confer the right to vote or to hold office; but at the discretion of the Board of Directors, with approval from the

membership, an affiliated organization may have non-voting representation on the Board of Directors.

4.4.6 At the discretion of the Board of Directors, with approval from the membership, an Affiliate Membership may be revoked, should the activities and objectives of the affiliate become at variance with JCA's.

4.5 The requirements for Honorary Membership shall be as follows:

4.5.1 Honorary Membership shall be open to any individual who has demonstrated genuine interest in the affairs and objectives of the Association.

4.5.2 Honorary Members may be nominated by any member.

4.5.3 Nominees to Honorary Membership shall receive the approval of the Board of Directors and of the general membership.

4.5.4 An Honorary Membership does not confer the right to vote or to hold office.

4.5.5 At the discretion of the Board, with the approval of the membership, an Honorary Membership may be revoked, should the activities of the Honorary Member become at variance with the interests of JCA.

4.6 The requirements for Lifetime Membership shall be as follows:

4.6.1 At an Annual Anniversary Celebration, Lifetime Membership may be conferred on anyone who has made a significant contribution to the Association or community, or who is retired, and has been a Member in Good Standing for at least the last five years.

4.6.2 Lifetime Members may be nominated by any member.

4.6.3 Nominees to Lifetime Membership shall receive the approval of the Board of Directors and the general membership.

4.6.4 Lifetime Members shall not be required to pay an annual membership fee to the Association.

4.6.5 Lifetime Members may take part in any of the activities of the Association and may vote or hold office, except that membership fees are waived.

ARTICLE 5: DUES

5.1 The fees payable by Regular and Affiliate Members shall, from time to time, be fixed by majority vote of the Board, which vote shall become effective only when confirmed by vote of the members at an Annual or Special Membership Meeting.

- 5.2 All fees shall be due by April 1 of each year; the Membership Committee shall give delinquent Members notice before their names shall be deleted from the active list.
- 5.3 At each Annual General Meeting, those eligible to vote shall be Members whose dues were paid for the previous fiscal year.

ARTICLE 6: BOARD OF DIRECTORS

- 6.1 Who Can Be Elected: Only members in good standing shall be eligible to hold office.
- 6.2 Composition: The Board of Directors shall be comprised of the following:
- 6.2.1 The President
 - 6.2.2 The Vice-President
 - 6.2.3 The Executive Secretary
 - 6.2.4 The Treasurer
 - 6.2.5 Chairperson Building Committee
 - 6.2.6 Chairperson Education Committee
 - 6.2.7 Chairperson Fundraising Committee
 - 6.2.8 Chairperson Membership Services Committee
 - 6.2.9 Chairperson Public Relations Committee
 - 6.2.10 Chairperson Youth Affairs Committee
 - 6.1.11 The Immediate Past President (non-voting)
 - 6.2.12 The Chair, Seniors Organization (non-voting)
 - 6.2.13 The Chair, Women's Committee (non-voting)
 - 6.2.14 The Executive Director (non-voting)
- 6.3 Elections: Elections shall be held annually. The ten voting members shall each be elected to the Board of Directors for a period of two years; but to allow for continuity, five members shall be elected one year and five the next year.
- 6.3.1 The President, Executive Secretary, Education Chairperson, Fundraising Chairperson, and Youth Affairs Chairperson shall be elected in the same year.
 - 6.3.2 The Vice-President, Treasurer, Building Chairperson, Membership Services Chairperson and Public Relations Chairperson shall be elected in alternate years from the Board Members in 6.3.1.
- 6.4 Term: Elected Board Members shall not serve on the Board of Directors for more than three consecutive two-year terms.
- 6.5 Ex-officio Members: The Immediate Past President of the Association shall automatically become an ex-officio, non-voting member of the Board for a period of one two-year term. The Executive Director of the JCA shall automatically be an ex-officio, non-voting member of the Board.
- 6.6 Officers: The Officers of the Association shall be the following:

- 6.6.1 The President (Bank Accounts, Other Documents)
- 6.6.2 The Treasurer (Bank Accounts, Other Documents)
- 6.6.3 The Executive Secretary (Bank Accounts, Other Documents)
- 6.6.4 The First Vice-President (Other Documents Only)
- 6.6.5 The Second Vice-President (Other Documents Only)

6.7 Management Committee: The Management Committee shall consist of the President, First Vice-President (who shall be the chairperson), the Treasurer, and one other Board member to be elected on an annual basis.

6.8 Bonding of Officers: All officers having to do with the finance or securities of the Association shall be bonded.

6.9 Conflict of Interest: Persons who accept a position on the Board of Directors have fiduciary or trusteeship obligations to act honestly, in good faith, loyally, and in the best interest of the Association. The Association's interest must be placed ahead of that of a Director, and a Director must disclose any and all information that may create a conflict of interest. A director's obligations require that he/she shall not profit from any project or activity of the JCA, except under the following conditions:

6.9.1 The Board decides, after competitive tenders have been sought, that it is in the interest of the JCA, on the grounds of quality or special advantage, to award a contract to, or to purchase goods and/or services from, the Director;

6.9.2 The Director takes no part in deciding the awarding of the contract or the purchasing of goods and services;

6.9.3 The Director donates to the Association a mutually acceptable portion of the cost of the contract, goods, or services.

6.10 Code of Conduct: The JCA is expected by its members and the community it serves to provide an environment that demonstrates respect for others; adherence to democratic processes and outcomes; and respect for confidentiality in all matters that are deemed by the Board to be of a confidential nature. Each Board member shall adhere to this Code of conduct.

6.11 Removal From the Board: The Board of Directors, by majority vote, shall have the right to remove a Board Member from his/her position for not adhering to the Code of Conduct; for conduct deemed to be unbecoming to the objectives and aims of the JCA; for failure to perform the duties of his/her office; or for absences, without acceptable reason, from three consecutive Board meetings. The President shall report any such action to the membership at the next general meeting.

- 6.12 Filling Mid-Term Vacancies: Vacancies occurring on the Board of Directors by reason of death, resignation, removal, or any other reason, shall be filled by appointment by the Board of Directors for the remainder of the term.

ARTICLE 7: DUTIES OF OFFICERS AND OTHER DIRECTORS

- 7.1 The responsibilities of the President shall be as follows:

- 7.1.1 Be chairperson of the Board and preside at all membership meetings;
- 7.1.2 Be spokesperson for the Association, with the approval of the Board, in all matters affecting the Association;
- 7.1.3 At the request of twenty members in good standing, or in consultation with the Board, call special meetings of the Association;
- 7.1.4 Work in co-operation with the Board, Members of the Association, and Staff for the proper functioning of the JCA, and assume responsibility;
- 7.1.5 In conjunction with the Board, appoint any ad hoc committees necessary to the general administration of the Association, ensuring that the general membership is represented on such committees;
- 7.1.6 Provide a written report to each membership meeting.

- 7.2 The Vice-President shall:

- 7.2.1 Assist the president in performing his/her duties and assume responsibility in his/her absence or inability to serve for any reason;
- 7.2.2 Chair the Management Committee and liaise with the program delivery personnel and other staff;
- 7.2.3 Liaise with and assume responsibility for all standing committees.
- 7.2.4 Co-ordinate and/or carry out any special projects assigned from time to time by the Board of Directors.

- 7.3 The Executive Secretary shall:

- 7.3.1 Be in complete charge of the records and documents of the Association, subject to the direction and supervision of the Board of Directors;
- 7.3.2 Handle sorting of and responding to correspondence, ensuring all necessary distributions of such correspondence to Board Members;

- 7.3.3 Be responsible for notifying members of meetings, as well as for recording and preparing minutes of all membership and Board meetings;
- 7.3.4 Be responsible for preparing a yearly calendar of the Association's activities, to facilitate effective co-ordination;
- 7.3.5 Be responsible for issuing official receipts for charitable contributions through donations or fundraising events; account for any such funds to the treasurer.

7.4 The Treasurer shall:

- 7.4.1 Be custodian of the Association's funds;
- 7.4.2 Issue receipts for all funds received; deposit all funds received into the Association's Bank Accounts no later than two business days following receipt;
- 7.4.3 Keep complete and accurate accounts of the receipts and disbursements of all funds;
- 7.4.4 Assist with the handling and management of funds at the Association's functions;
- 7.4.5 Countersign, in conjunction with the President or Executive Secretary, all cheques drawn on the Association's bank accounts;
- 7.4.6 Prepare and submit written financial reports to all Board and membership meetings.

7.5 Other Elected Members shall:

- 7.5.2 Assist the President when called upon to do so; inform him/her of the general feelings and sentiments of the membership; operate as a link between the President and the Members;
- 7.5.2 Chair the committees to which they were elected;
- 7.5.3 Submit written reports to the board of Directors and to membership meetings.

7.6 The Management Committee shall be chaired by the first Vice-President and have responsibility, between Board meetings, and subject always to the approval of the Board, for dealing with matters pertaining to staff, finances, social service programs, or any other matter pertaining to the Association.

7.7 The Executive Director shall:

- 7.7.1 Attend all meetings of the Board of Directors as a non-voting member; attend Management Committee meetings when requested;

- 7.7.2 Report to the Board of Directors and the Management Committee on the various responsibilities assigned to him/her;
- 7.7.3 Provide research information on various issues, and make policy recommendations to the Board of Directors on pertinent issues;
- 7.7.4 Advise the Board of Directors on all matters related to the Association, including programs, policies, staffing, finances, and operation of the Association's building;
- 7.7.5 When authorized by the Board, carry out public relations activities;
- 7.8.6 Submit written reports to the membership at Quarterly and Annual General Meetings.

ARTICLE 8: POWERS OF THE BOARD

- 8.1 **Administration of JCA's Affairs:** The Board of Directors of the Association shall administer the affairs of the Association in all things and make, or cause to be made, any contract which the Association may lawfully enter into and, generally, may exercise all such power and such acts as are authorized by the Association's Charter.
- 8.2 **Administration of Property:** Without in any way detracting from the foregoing, the Board of Directors is expressly empowered, from time to time, to purchase, lease, transfer, sell, exchange, or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings, and/or other property (moveable or immovable, real or personal), or any right of interest owned by the Association, for such consideration and upon such terms and conditions as they may deem advisable.
- 8.3 **Execution of Documents:** Documents shall be executed as follows:
 - 8.3.1 Deeds, transfers, licences, contracts, and engagements on behalf of the Association shall be signed by either the President, or a Vice-President in the absence of the President, and by the Executive Secretary; and the Executive Secretary shall affix the Seal of the Association to such instruments as required. Contracts in the ordinary course of the Association's operation may be entered into on behalf of the Association by the President, a Vice-President in the absence of the President, Executive Secretary, Treasurer, or any person authorized by the Board of Directors.
 - 8.3.2 The President, a Vice-President, the Board of Directors, Executive Secretary or Treasurer, or any of them, or any person or persons from time to time

designated by the Board, may transfer any and all shares of stocks, bonds or other securities from time to time standing in the name and on behalf of the Association, in its individual or any other capacity, or as trustee or otherwise; and may accept in the name and on behalf of the Association transfers of shares or stocks, bonds, or other securities, from time to time transferred to the Association and may affix the Corporate Seal to such transfers; and may execute and deliver under the Corporate Seal all instruments in writing necessary or proper for such purposes, including the appointment of attorney to make or accept transfers of shares or stocks, bonds, or other securities on the books of the Association.

- 8.3.3 Notwithstanding any provisions of these by-laws, the Board of Directors may at any time, by resolution, direct the manner in which, and the person or persons by whom, any particular instrument, contract, or obligations of the Association may be executed.

8.4 **Borrowing:** The Board of Directors may, from time to time:

- 8.4.1 Borrow money;
- 8.4.2 Issue bonds, debentures, debenture stocks, both perpetual and terminable, or other securities;
- 8.4.3 Pledge or sell such bonds, debentures, or debenture stocks, or other securities for such sums and such prices as may be deemed expedient or necessary;
- 8.4.4 Charge, pledge, or mortgage any or all of the real or personal property, including book debts and unpaid calls, rights, powers, undertakings, and franchises of the Association to secure any bonds, debentures, debenture stocks, or other securities, or any liability of the Association;
- 8.4.5 Authorize, from time to time, any Officer or Member or any other person to make arrangements regarding the moneys borrowed or to be borrowed, as aforesaid, as to the terms and conditions, with power to vary or modify such terms and conditions, including the pledging of securities, and generally to manage, transact, and settle the borrowing of moneys by the Association.

8.5 **Books and Records:** The Board of Directors shall see that all necessary books and records of the Association, required by these by-laws or by any applicable statute or law, are regularly and properly kept and made available to officers, committee chairpersons, and other individuals to whom such books and records are relevant.

ARTICLE 9: STANDING COMMITTEES AND THEIR DUTIES

- 9.1 There shall be six Standing Committees: Building, Education and Cultural, Fundraising, Membership Services, Public Relations, and Youth Affairs.
- 9.2 The Building Committee shall:
- 9.2.1 Assume overall responsibility for supervising the maintenance and operation of any building or premises owned by the JCA and of the contents acquired for the use of the Association, subject to the direction of the Board of Directors;
 - 9.2.2 Advise the Board concerning the acquisition, disposition, rental, sale, or purchase of any real property the JCA owns or proposes to own;
 - 9.2.3 Co-operate with the Fundraising Committee in the planning and promotion of fundraising activities, especially those designated as building fundraising events;
 - 9.2.4 Assist the Executive Director in the supervision of janitorial/custodian staff, in relation to their role and responsibilities, and in the screening of applicants for special occasion or long-term rental of space in the JCA building;
 - 9.2.5 Submit to the Board for approval the Committee's plans for the year, not later than two months after an Annual General Meeting.
 - 9.2.6 Submit to the Board for approval, by April 1 of each year, the Committee's budget for the next fiscal year.
- *9.3 The Education and Cultural Committee shall:
- 9.3.1 Assume overall responsibility for providing educational and cultural programs/ activities for the Association's members;
 - 9.3.2 Through guest speakers, conferences, seminars, debates, etc., educate members and the community at large about current and emerging laws/issues that affect or will affect the community;
 - 9.3.3 Prepare briefs to be presented to Municipal, Provincial, and Federal Governments on bylaws/laws/issues that will affect the community;
 - 9.3.4 Promote educational/cultural exchanges, seminars, exhibitions, debates; supervise the acquisition and distribution of culturally educational books and other educational material related to the heritage of members;

- 9.3.5 Submit to the Board for approval the committee's plans not later than two months after an Annual General Meeting.
- 9.3.6 Submit to the Board for approval, by April 1 of each year, the Committee's budget for the next fiscal year.

*9.4 The Fundraising Committee shall:

- 9.4.1 Develop long-term and short-term fundraising strategies to ensure and maintain the financial viability of the Association;
- 9.4.2 Initiate, plan and execute specific fundraising activities/events, including the yearly Walkathon, Mother's Day Brunch, Independence Celebrations, and New Year's Eve Event;
- 9.4.3 Assume overall responsibility for planning and executing the Association's Bingo Program and preparing required reports;
- 9.4.4 Work closely with the Executive director to maintain accurate lists of donors and to recognize them appropriately;
- 9.4.5 Make every effort to collect all moneys due before or at each event; ensure that all funds collected are turned over to the Association's Treasurer within seven days of collection;
- 9.4.6 Liaise with the Executive Secretary and Treasurer to ensure that Charitable Donation Receipts are sent to donors in a timely manner;
- 9.4.7 Submit to the Board for approval the Committee's plans not later than two months after an Annual General Meeting;
- 9.4.8 Submit annual reviews/updates to the Board of Directors and to the membership.
- 9.4.9 Submit to the Board for approval, by April 1 of each year, the Committee's budget for the next fiscal year.

9.5 The Membership Services Committee shall:

- 9.5.1 Assume overall responsibility for services to members;
- 9.5.2 Be responsible for the ongoing recruitment of new members, including yearly blitzes; developing strategies for membership retention; collecting annual membership dues; providing receipts for the same; issuing membership cards; maintaining up-to-date, accurate lists;
- 9.5.3 Maintain accurate records of dues and any donations collected; turn over moneys and copies of records

to the Association's Treasurer within seven days of the receipt of such funds;

- 9.5.4 Submit to the Board for approval all applications for membership in the Association;
- 9.5.5 Plan and execute orientation sessions for new members;
- 9.5.6 Be responsible for providing refreshments at membership meetings; for members, plan and execute social events, such as Membership Appreciation Events and ad hoc socials, as well as the Annual Bun and Cheese Party, Picnic, Children's Christmas Party, and Seniors' Dinner;
- 9.5.7 Submit the names of Members in Good Standing for awards and recognitions by the Association; the Jamaican, Municipal, Provincial, and Federal Governments; and other organizations, as appropriate;
- 9.5.8 Be responsible for offering compassionate support to members/families in the event of illness or bereavement, by arranging hospital/home visits and/or sending flowers/cards/gifts as appropriate;
- 9.5.9 Take a leadership role on the Board in establishing, maintaining, and administering the Charitable Assistance Fund;
- 9.5.10 Submit to the Board for approval the Committee's plans not later than two months after an Annual General Meeting.
- 9.5.11 Submit to the Board for approval, by April 1 of each year, the Committee's budget for the next fiscal year.

9.6 The **Public Relations Committee** shall:

- 9.6.1 Assume overall responsibility for publicizing the activities and achievements of the JCA to members, clients, funders, and the community at large, to establish and maintain a high profile for the JCA;
- 9.6.2 Work with the designated staff person to compile and distribute, on a regular basis, the Association's newsletter;
- 9.6.3 Liaise with and recruit other groups as affiliates;
- 9.6.4 Establish and maintain a WEB page on the Internet, to publicize the services and programs of the Association;
- 9.6.5 Additionally, through radio, television, newspapers, churches, other community groups, publicize the activities of the JCA, the achievements and highlights of the social service programs, partnerships with other

groups, and any other appropriate matter, subject always to the approval of the Board.

- 9.6.6 When requested by the Board, be spokesperson for the Association on issues affecting the community;
- 9.6.7 Submit to the Board for approval the Committee's plans not later than two months after an Annual General Meeting.
- 9.6.8 Submit to the Board for approval, by April 1 of each year, the Committee's budget for the next fiscal year.

9.7 The Youth Affairs Committee shall:

- 9.7.1 Assume overall responsibility for recruiting, servicing, and retaining youths sixteen to twenty-five years of age in the Association;
- 9.7.2 Establish and maintain a JCA Scholarship Program for the children of members and supporters;
- 9.7.3 Represent the Association on Boards of Education and in other forums that provide youth services;
- 9.7.4 Perform advocacy, intervention, and support roles, as appropriate, on behalf of the youths of the constituencies served by the JCA;
- 9.7.5 Plan and execute programs, activities, conferences, seminars, etc., that provide youths with educational, recreational, social, career and entrepreneurial counselling, mentoring, and other experiences that contribute to their development;
- 9.7.6 Submit to the Board for approval the Committee's plans not later than two months after an Annual General Meeting:
- 9.7.7 Submit to the Board for approval, by April 1 of each year, the Committee's budget for the next fiscal year.

ARTICLE 10

QUORUMS, VOTING PRIVILEGES, NOMINATIONS, AND MEETINGS

- 10.1 The quorums for meetings of the JCA shall be as follows:
 - 10.1.1 For a general meeting, 20 members in good standing;
 - 10.1.2 For a meeting of the Board of Directors, 7 members;
 - 10.1.3 For a Management Committee meeting, 3 members, including the President or First Vice-President.
- 10.2 Voting Privileges may be exercised by Regular Members in good standing and by Lifetime Members only, but not by Honorary or Affiliate Members.

- 10.3 Voting shall be as follows:
- 10.3.1 For election of Board members, by secret ballot;
 - 10.3.2 For all other matters, by show of hands.
- 10.4 For the purpose of the Annual General Meeting a member in good standing shall be a person whose membership fee was paid for the previous financial year, in conformity with Article 5.3.
- 10.5 For the purpose of the Annual General Meeting a Nominating Committee, of at least five members in good standing, excluding Board Members, shall be appointed no later than six months preceding the AGM, for the following reasons:
- 10.5.1 To canvass the membership and, from the persons recommended, present to the AGM a slate of candidates for the Board of Directors, as well as a slate of candidates for trustee positions;
 - 10.5.2 To ensure that persons intending to run for a position on the Board of Directors are not part of the Nominating Committee and that should a Nominating Committee member decide to run for a Board position, he/she resign immediately;
 - 10.5.3 To prepare and circulate its written report to all members, along with the notice of the AGM.
- 10.6 Notice of Annual General Meeting shall be sent to members in good standing at least seven days prior to the date of the meeting, such meeting to be held no later than June of each year.
- 10.7 There shall be one Annual General Meeting for the following purposes:
- 10.7.1 To elect directors and trustees for the ensuing year;
 - 10.7.2 To receive reports of the President, other officers, and committees;
 - 10.7.3 To receive the Auditor's report;
 - 10.7.4 To appoint an external auditor, who shall hold office until the next Annual General Meeting after being appointed, or until her/his successor is appointed;
 - 10.7.5 To conduct any other business of the Association.
- 10.8 In addition to the AGM, membership meetings shall be held quarterly. Other meetings may be called by the President, with the approval of the Board, whenever, in the judgment of the Board of Directors, there is a need for such meetings.

- 10.9 When requested by a quorum of 20 members in good standing, the President shall convene a Special Meeting within seven days of being notified in writing.
- 10.10 Meetings of the Board of Directors shall be held monthly. The time and place shall be determined by the Board.
- 10.11 Meetings of the Management Committee shall be held at the discretion of the Committee or upon the request of the Board. Such meetings may be combined with meetings of the Board of Directors.
- 10.12 Decisions at all meetings shall be by majority vote of those present.
- 10.13 No error or omission in giving notice of any meeting, or any adjournment thereof, of Members of the Association shall invalidate such meeting or make void the proceedings of the meeting. For the purpose of serving a notice of meeting, the address of any Member or Director shall be his/her last address recorded in the books of the Association.
- 10.14 Any meeting of the Association or Board of Directors may be adjourned to any time and place, and business may be transacted at such adjourned meeting as might have been transacted at the original meeting. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

ARTICLE 11: FUNDS

11.1 The Charitable Assistance Fund shall:

- 11.1.1 Be established and administered by the Board of Directors;
- 11.1.2 Be for the sole purpose of providing, in crises situations, for the immediate necessities of members and other people from the constituencies served by the Association; be applicable to other individuals in crisis, should such individuals be deemed worthy by the Board;
- 11.1.3 Be maintained by the raising of funds through donations, fundraising activities, gifts, or grants.

11.2 The Scholarship and Education Fund shall:

- 11.2.1 Be established and administered by the Youth Affairs Committee, under the direction of the Board of Directors;
- 11.2.2 Provide assistance to the children of Members and other constituencies served by the Association; such assistance may take the form of yearly

scholarships and/or emergency assistance to students in need;

- 11.2.3 Be maintained by the raising of funds through donations, fundraising activities, gifts, or grants.

11.3 The **Building Fund** shall:

- 11.3.1 Be for the purpose of acquiring and maintaining a community centre for social, cultural, and other appropriate activities;
- 11.3.2 Be established and administered by the Board of Directors;
- 11.3.3 Be maintained by the raising of funds through donations, fundraising activities, gifts, and grants; every effort should be made by the Board or its designates to make representations for grants from Governments, Organized Charities, and Business Corporations.

ARTICLE 12: TRUSTEES

- 12.1 **Composition:** There shall be a Board of Trustees of five members in good standing.
- 12.2 **Election and Term:** Trustees shall be elected each for a two-year term; but to allow for continuity, **three** members shall be elected in one year, starting in 1996, and **two** in alternate years, starting in 1997. A trustee shall not serve for more than three consecutive terms.
- 12.3 **Filling Vacancies:** In the event of death or resignation, the Board of Directors shall fill the vacancy.
- 12.4 **Responsibilities:** Trustees shall:
 - 12.4.1 Take inventory of all fixed assets, furniture, and office equipment before the end of each Association year;
 - 12.4.2 File a copy of the inventory with the Board of Directors;
 - 12.4.3 Make a report to the Members at the Annual General Meeting, including recommendations for care, maintenance and/or replacements of such assets;
 - 12.4.4 Perform other duties that may be requested by the Board of Directors.

ARTICLE 13: GENERAL

- 13.1 **Political Affiliation:** All members of the Board shall be politically non-partisan in any dealings on behalf of JCA.
- 13.2 **Limitation of Liability:** No member of the Board shall be personally liable in any way whatsoever for the acts, defaults, losses, expenses, or other deficiencies of any other member of the Board or of any employee of JCA; or for any loss, damage, or expense happening to the JCA because of unforeseen circumstances involving the acquisition of property by order of the Board on behalf of JCA; or for loss of money or other securities deposited with a financial institution that goes bankrupt or insolvent.
- 13.3 **Indemnification:** The Board of Directors, by resolution duly approved unanimously by those members present, will compensate any member of the Board, or any other person authorized by the Board to act on its behalf, out of the funds of the Association, for reasonable expenses incurred in carrying out his/her duties on behalf of JCA.
- 13.4 **Honorarium:** The Board of Directors, by resolution duly approved unanimously by those Members present, will pay an honorarium to the Association's Treasurer once a year, the amount to be determined by the Board.
- 13.5 **Administrative Authority:** The General Membership shall be the ultimate source of authority. The Board of Directors manages the organization on behalf of its members; the Board will formulate and recommend policy to the General Membership for its consideration.
- 13.6 **Roberts Rules of Order:** These rules constitute the parliamentary authority of the JCA.
- 13.7 **Amendment of the Constitution:** This Constitution may be amended at an Annual General, Quarterly, or Special Meeting of the Association by a two-thirds majority of those Regular and Lifetime Members present and voting, provided seven days' written notice of the proposed amendment was submitted to the members.